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Rita M. Burdo
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May 21, 2002

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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-05/23/02--01045--005
*****35.00 *****35.00

Re: Medical Specialists of the Palm Beaches, Inc.
Articles of Fourth Amendment to Articles of Incorporation

Dear Sir or Madam:

In connection with the above-referenced Florida corporation, enclosed please the following:

1. Articles of Fourth Amendment to Articles of Incorporation (*original and one copy*);
2. Our firm's check in the amount of \$35, representing the appropriate filing fee; and
3. A self-addressed stamped envelope in which to return a date-stamped copy.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to call.

Very truly yours,

Rita M. Burdo

Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Mr. Philip Piasecki, Administrator
MSPB-FL SOS.ltr.wpd

FILED
02 MAY 23 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 5/25/02
Amend

ARTICLES OF FOURTH AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

MEDICAL SPECIALISTS OF THE PALM BEACHES, INC.

FILED

02 MAY 23 AM 8:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, MEDICAL SPECIALISTS OF THE PALM BEACHES, INC., adopts the following Articles of Fourth Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is MEDICAL SPECIALISTS OF THE PALM BEACHES, INC. (the "Corporation").

SECOND: Article VIII of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE VIII
BOARD OF DIRECTORS

The Board of Directors shall consist of nine (9) members, who shall be divided into two (2) classes in respect of term of office, with Class One containing four (4) members and Class Two containing five (5) members. The Board of Directors shall be composed of at least five (5) physicians who are recognized as primary care physicians. For purposes of these Articles, the term "primary care physician" means a physician engaged in the areas of family practice, internal medicine, general practice, or pediatrics. For purposes of these Articles, the term "specialist physician" means a physician engaged in an area of medicine other than the primary care areas identified above. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation; provided, however, that the Board of Directors shall consist of not less than three (3) directors, no decrease in the number of directors shall have the effect of shortening the term of an incumbent director, and any increase or decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible."


THIRD: Article X of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.

FOURTH: The amendment set forth in paragraph SECOND of these Articles was approved by the Corporation's Board of Directors on January 28, 2002. Such amendment was approved and properly adopted by the Corporation's Shareholders on February 6, 2002. The number of votes cast for such amendment by the Shareholders was sufficient for approval.

FIFTH: The amendment set forth in paragraph THIRD of these Articles was approved by the Corporation's Board of Directors on March 21, 2002. Such amendment was approved and properly adopted by the Corporation's Shareholders on April 26, 2002. The number of votes cast for such amendment by the Shareholders was sufficient for approval.

The undersigned, as President of the Corporation, has executed these Articles of Fourth Amendment on May 9, 2002.

MEDICAL SPECIALISTS OF THE PALM
BEACHES, INC.

By: 
P. William Ludwig, M.D., President